

EXHIBIT D

From: Bentley, Adam <abentley@omm.com>
Sent: Monday, March 07, 2016 6:23 PM
To: John F. Gardner
Subject: FW: Stroz Friedberg Engagement Letter
Attachments: Stroz Letter.pdf

From: Bentley, Adam
Sent: Monday, March 07, 2016 6:22 PM
To: 'Hanley Chew'; Tate, Eric Akira; Eric Friedberg; Julie Zawislak
Cc: Sieben, Paul; Amdursky, Eric; Mary Fulginiti
Subject: RE: Stroz Friedberg Engagement Letter

Hanley - 1pm PST works for OMM.

In addition, please find attached the final version of the letter from Anthony's attorney.

Best,
Adam

From: Hanley Chew [<mailto:HChew@StrozFriedberg.com>]
Sent: Monday, March 07, 2016 5:42 PM
To: Tate, Eric Akira; Eric Friedberg; Bentley, Adam; Julie Zawislak
Cc: Sieben, Paul; Amdursky, Eric; Mary Fulginiti
Subject: RE: Stroz Friedberg Engagement Letter

Gentlemen,

Are you available for a conference call tomorrow at 1pm tomorrow PST (4pm EST) to discuss the logistics related to the engagement?

Thank you.

Hanley

From: Tate, Eric Akira [<mailto:ETate@mofo.com>]
Sent: Monday, March 07, 2016 3:56 PM
To: Eric Friedberg; Bentley, Adam; Julie Zawislak
Cc: Sieben, Paul; Amdursky, Eric; Hanley Chew
Subject: RE: Stroz Friedberg Engagement Letter

Eric,

We can move forward without the 10% discount. We revised the other comment to reflect the Clients, as opposed to only Ottomoto's counsel, would provide direction. Under the assumption it is acceptable to you, the parties will secure signatures on this version of the letter.

We look forward to working with you.

Eric A. Tate || Partner || Morrison Foerster LLP
425 Market Street || San Francisco, CA 94105
E-Mail etate@mofo.com || Tel. 415.268.6915 || Desktop fax 415.276.7272



From: Eric Friedberg [<mailto:EFriedberg@StrozFriedberg.com>]

Sent: Monday, March 07, 2016 11:01 AM

To: Bentley, Adam; Julie Zawislak

Cc: Sieben, Paul; Amdursky, Eric; Tate, Eric Akira; Hanley Chew

Subject: RE: Stroz Friedberg Engagement Letter

Adam, Eric,

All the changes were fine except the 10% discount. We don't discount in matters like this, sorry. I've added one provision that's critical for us not to be deemed to be practicing law: we need Ottomotto's counsel to give us the guidance on what constitutes "breach of contract, confidentiality, non-solicitation, non-competition or other obligations based in contract, statute or otherwise," and then we can do the fact-finding. Presumably, the guidance from outside counsel will also bolster the privilege protection.

Thank you.

Eric

From: Bentley, Adam [<mailto:abentley@omm.com>]

Sent: Sunday, March 06, 2016 10:15 PM

To: Julie Zawislak; Eric Friedberg

Cc: Sieben, Paul; Amdursky, Eric; etate@mofo.com

Subject: RE: Stroz Friedberg Engagement Letter

Julie - We are just following up on this. We look forward to moving forward with the engagement of Stroz. Thanks,
Adam

From: Bentley, Adam

Sent: Friday, March 04, 2016 5:44 PM

To: 'Julie Zawislak'; Eric Friedberg

Cc: Sieben, Paul; Amdursky, Eric; etate@mofo.com

Subject: RE: Stroz Friedberg Engagement Letter

Julie - Please find attached a revised draft of the engagement letter together with a redline showing changes.

In addition, attached are letters to Stroz Friedberg from each of Anthony's and Lior's attorneys that they requested be delivered to Stroz; Uber and its counsel reserve their right to review and consider those letters.

Please let us know if any comments or questions.

Best,
Adam

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From: Julie Zawislak [<mailto:JZawislak@StrozFriedberg.com>]

Sent: Friday, February 26, 2016 9:58 AM

To: etate@mofo.com; Bentley, Adam

Cc: Eric Friedberg

Subject: Stroz Friedberg Engagement Letter

Eric and Adam,

Attached please find our engagement letter for your review.

Warm regards,

Julie

Julie Zawislak
Chief of Staff

STROZ FRIEDBERG

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